

**Curriculum Vitae**  
**JOHN S. PRESTON**

**PROFESSIONAL ASSOCIATIONS:**

- \*Member of Wisconsin and California State Bar Associations (Alameda County Bar as well as SF bar and Contra Costa County) as well as Federal Courts therein.
- \*Licensed Real Estate Broker, California.
- \*Former member of NALFA, (The National Association of Legal Fee Analysis) and former arbitrator with AAA.
- \*Former Member, PSE, NASD, & NYSE, arbitration & mediation panels re securities issues.
- \* SF, Alameda County, and Contra Costa County Bar Panels to act as mediator and arbitrator for attorney fee disputes.

**EDUCATION:**

- (1972)-- J.D., University of Wisconsin:  
Member, Wisconsin Law Review
- (1969)-- B.A., Syracuse University, Economics

**PROFESSIONAL EXPERIENCE:**

Have been engaged in the Private practice of law for over 35 years in the areas of civil litigation, business, real estate and securities as well as various other facets of civil law. Have conducted in excess of 10 jury trial and dozens of court trials, including several appeals.

Remaining aspects of my private practice of law includes contract and business transactions and other civil litigation, licensure issues; as well as real estate; software, licensing, securities issues and development contracts & business transactions between the USA and Japan.

Present--1990)

Expert testimony regarding reasonableness and necessity of attorney fees. Most recent trial testimony involved reasonableness of several hundred thousand dollars in disputed attorney fees. Testimony was in California Superior Court.

Further have acted as private mediator and arbitrator in several attorney fee disputes as well as law firm dissolutions – which involved allocating fees between partners. In addition I have provided analysis for law firm dissolutions relating to the reasonableness

of fees yet to be collected so as to apportion the various partners share of receivables. Have acted as arbitrator and mediator for both Alameda County and Contra Costa in fees disputes between clients and their lawyers. Familiarity with Lodestar method of calculating attorney fees as well as Laffey Matrix in Federal courts regarding hourly rates.

Provided expert testimony in several matters in real property matters and addressed the CAR provision regarding prevailing party being awarded attorney fees. Recently conducted an arbitration where prevailing party was awarded in excess \$400,000.00 in attorney fees and was required to review the necessity and reasonableness of said fees. Have further provided expert witness testimony in areas of legal malpractice related to real property and reasonableness of fees incurred.

Represented numerous clients re security issues; including asset purchases, acquisitions, broker disputes; suitability issues; failure to execute authorized trades; stock broker employment, and breach of fiduciary duty issues as well as standard of care issues (some appearances before FINRA.).

Provided expert business and securities testimony in several matters, including compliance with federal and state law (Cal. Corp Code 25400 et. seq. & 1933 and 1934 Securities Act) as well as conducted several hundred Arbitrations and/ or Mediations, including in the fields of securities & and or securities fraud, non-suitability, failure to execute trades, breach of broker-dealer standard of care; failure to disclose, and breach of fiduciary duty on behalf of the American Arbitration Association, as well as Pacific & New York Stock Exchanges. Many of the arbitrations obviously include awards of attorney fees which necessitated analysis of attorney fees claimed.

2002-2000:

Vice President Corporate Development & General Counsel for VaST System Tech., Inc, a Delaware Corp. Responsibilities included overseeing legal budgets with large Silicon Valley law firms, analyzing all outside attorney fees and bills for approval for payment; fund raising; interacting with VCs; writing of corporate business plans, procuring and documenting finance transactions; budget analysis; raising money either through venture capital, equity, and or debt financing; Successfully concluded Series B round with Toshiba Semiconductor Capital; This transaction required the negotiation and drafting of stock purchase agreements, restated certificate of incorporation, investor's rights agreements, warrants grant and all other conditions to secure closing and funding.

(1989 - 1981)

General Counsel and Chief Financial Officer for Fayette Manufacturing Corp., and the limited Partnerships known as Wind Energy Technology Associates I & II & III. As General Counsel, I managed multimillion dollar legal budgets with major law firms throughout California. Fayette grew from \$1,000,000 per year in 1981 to \$65,000,000 (in the 1980s) in 1984. This included sales of wind turbines through complex multi-

million dollar tax shelter securities, investment contracts, numerous limited partnerships, corporate sales, leasebacks and private placements.

Engineered acquisition of Fayette by New York Stock Exchange Company, Catalyst Energy, including all aspects Due Diligence, tax ramifications, audits, fair value and legal opinions. Responsibilities included all aspects of securities compliance (both federal and state); litigation; negotiation; drafting, development and structuring of these securities; as well as both financial and legal analysis of all aspects of multi-million dollar transactions, supervised all outside counsel's legal bills and budgets, including substantial commercial loans--included several international contracts.

These aspects included the drafting of investment prospectuses and limited partnership agreements and creating corporate and transactional structures. Additional responsibilities included every aspect of corporate trouble shooting; including but not limited complying with both federal and state security regulatory requirements.

(1981 - 1977)

Associate with the Law Firm of Touhey & Prosse, Santa Ana, California. Practice consisted exclusively of commercial litigation and general business law. Conducted a large trial involved over 130 plaintiffs, 30 depositions, thousands of exhibits, and all aspects of law and motion practice and protracted litigation. Reported to clients regarding all attorney fees and bills.

**REFERENCES:**

Available on request.